

RECORDATION NO. 19041-F FILED

NOV 07 '01 1:13 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 7, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Notice of Locomotive Renumbering, dated as of October 15, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Locomotive Lease which was previously filed with the Board under Recordation Number 19041-D.

The name and address of the party to the enclosed document are:

Lessee: Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, IL 60611

A description of the railroad equipment covered by the enclosed document is:

12 GE Dash 8-40CW locomotives currently LMSX 728 - LMSX 739 to be remarked and numbered IC 2455 - IC 2466

19041-F 1:13

Mr. Vernon A. Williams
November 7, 2001
Page Two

A short summary of the document to appear in the index follows:

Notice of Locomotive Renumbering

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 19041-F FILED

NOV 07 '01 1:13 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

November 7, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Notice of Locomotive Renumbering, dated as of October 15, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Locomotive Lease which was previously filed with the Board under Recordation Number 19041-D.

The name and address of the party to the enclosed document are:

Lessee: Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, IL 60611

A description of the railroad equipment covered by the enclosed document is:

12 GE Dash 8-40CW locomotives currently LMSX 728 - LMSX 739 to be remarked and numbered IC 2455 - IC 2466

Mr. Vernon A. Williams
November 7, 2001
Page Two

A short summary of the document to appear in the index follows:

Notice of Locomotive Renumbering

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

NOTICE OF LOCOMOTIVE RENUMBERING

WHEREAS, Canadian National Railway Company (predecessor-in-interest to **Illinois Central Railroad Company**) as lessee ("Lessee") and **Locomotive Management Services** as lessor entered into a Locomotive Lease Agreement dated as of November 15, 1994, as amended, (the "Lease") whereby, among other things, Lessee will lease twelve (12) General Electric Dash 8-40CW locomotives on a full-time basis commencing on or about November 1, 2001;

WHEREAS, in respect of the Lease, a Memorandum of Locomotive Lease Agreement, Partial Termination thereof and Assignment of Leasehold Interest therein dated as of April 30, 2001 was filed or deposited as follows:

- 1) At the Surface Transportation Board, in accordance with 49 U.S.C. Section 11301, on August 1, 2001 at 1:42 P.M. and assigned secondary recordation number 19041-D; and
- 2) At the Office of the Registrar General of Canada, pursuant to Section 105 of the Canada Transportation Act, on August 2, 2001 at 9:32 A.M.

NOW THEREFORE, TAKE NOTICE THAT a) upon delivery and acceptance of said locomotives on or about November 1, 2001), Lessee will renumber said locomotives as more particularly set forth on Schedule A attached hereto and b) in respect of this renumbering, Lessee shall cause this Notice of Locomotive Renumbering to be filed at x) the Surface Transportation Board and y) the Office of the Registrar General of Canada.

IN WITNESS WHEREOF, this Notice of Locomotive Renumbering has been executed, by an authorized signatory of Lessee, as of the 15th day of October, 2001.

RECORDATION NO. 19041-F FILED

NOV 07 '01 1:13 PM

SURFACE TRANSPORTATION BOARD


IC File Reference: 2070-43

**ILLINOIS CENTRAL RAILROAD
COMPANY, as lessee**

By: [Signature]
Its: Sr. Manager, Asset Finance

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

On this 19th day of October, 2001, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is duly authorized to state that said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Attorney / Avocat

Bar #: 190021-8

Schedule A to Notice of Locomotive Renumbering

<u>Original Road Number</u>	<u>Current Mark & Road Number</u>	<u>Future Mark & Road Number</u>
728	LMSX 728	IC 2455
729	LMSX 729	IC 2456
730	LMSX 730	IC 2457
731	LMSX 731	IC 2458
732	LMSX 732	IC 2459
733	LMSX 733	IC 2460
734	LMSX 734	IC 2461
735	LMSX 735	IC 2462
736	LMSX 736	IC 2463
737	LMSX 737	IC 2464
738	LMSX 738	IC 2465
739	LMSX 739	IC 2466